

264-942-4

9-11-1998

264-9424

HEALTH MIDWEST JOHNSON COUNTY

Office of the Secretary of State/Corporations Division

**NOT FOR PROFIT ARTICLES OF INCORPORATION (Form CN)**

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

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2649424  
51 NEW CORPORATION  
\$20.00

**Article One: Name of the corporation:**  
Health Midwest - Overland Park, Inc.

DO NOT WRITE IN THIS SPACE

**Article Two: Address of registered office in Kansas -** 32 Corporate Woods, 9225 Indian Creek Parkway, Overland Park, Kansas 66210.

**Name of resident agent at the above address -** James P. O'Hara.

**Article Three: Nature of corporation business or purposes to be conducted or promoted is to** operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (the "Code") for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of the foregoing purposes, including, without limitation:

(a) To receive contributions and make distributions to, and otherwise support Menorah Medical Center, Inc. and Overland Park Regional Medical Center, Inc.; provided, however, that such organizations are qualified under Section 501(c)(3) of the Code and are exempt from taxation under section 501(a) of the Code.

(b) To promote the health of individuals by all means and in all manner authorized by law, including, but not limited to, the encouragement of manners of living that lead to good health, and owning, leasing and using real and personal property for health care purposes;



(c) To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the board of directors, subject to the approval of the members of the corporation, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;

(d) To promote and carry on specific research related to the care of the sick and injured;

(e) To participate, so far as circumstances may warrant, in any activity designed or carried on to promote the general health of the community; and

(f) To engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Kansas.

Article Four: Will this corporation have authority to issue capital stock? Yes \_\_\_ No X

If yes, the total number of shares that this corporation shall be authorized to issue is as follows:

\_\_\_ shares of \_\_\_ stock, class \_\_\_ par value of \_\_\_ dollars each.

Article Five: The corporation, the board of directors and the member(s) of the corporation shall have the following designations, powers, preferences, rights, qualifications, limitations or restrictions -

(a) Any amendment to the Articles of Incorporation or the Bylaws of the corporation must be approved by both the board of directors of the corporation and the sole member of the corporation.

(b) The corporation shall have all powers conferred by the Kansas General Corporation Code (including any amendments that may be made from time to time) except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time).

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.



(d) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(e) The corporation shall not operate for the purpose of carrying on a trade or business for profit.

(f) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, its share shall be disposed of by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code and contributions to which are deductible under section 170(c) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

Article Six: Are conditions of membership to be fixed by the by-laws? Yes X No     

The corporation is a membership corporation. The sole member of the corporation is Health Midwest, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the Bylaws.

Article Seven: Name and mailing address of the incorporator is: Larry J. Bingham, 366 Lakeshore West, Lake Quivira, Kansas 66106.

Article Eight: The name and address of the person to serve as the sole director until the first meeting of the members or until his successor is elected or qualified is as follows:



Richard W. Brown  
2304 E. Meyer Blvd., Suite A-20  
Kansas City, Missouri 64132

Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws.

Article Nine: Is this corporation to exist perpetually? Yes X No \_\_\_\_  
If no, the term for which this corporation is to exist \_\_\_\_\_

In testimony whereof, I have hereunto subscribed my name the 11 day of September, 1998.


(Signature must correspond exactly to the names of the incorporator listed in Article Seven.)

  
Larry J. Bingham, Incorporator

State of Missouri            )  
                                      )     ss.  
County of Jackson         )

Before me a notary public in and for said county and state, personally appeared Larry J. Bingham, who is known to me to be the same person who executed the foregoing Articles of Incorporation and duly acknowledged the execution of the same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this 11 day of September, 1998.

(Seal)

  
(Notary Public)

My appointment or commission expires March 27, 1999

MARGARET L. BLUNCK  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Jackson County  
My Commission Expires Mar. 27, 2002





10-20-1998

264-942-4

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00213

Not for Profit

2649424

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53 CORPORATION CHANGE

\$20.00

**CERTIFICATE OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
HEALTH MIDWEST - OVERLAND PARK, INC.**

We, Richard W. Brown, President, and Thomas J. Langenberg, Secretary, of the above named corporation having no capital stock, which not for profit corporation was created under the laws of the state of Kansas, do hereby certify that the directors of the corporation passed a resolution setting forth the following amendment to the Articles of Incorporation and declaring its advisability:

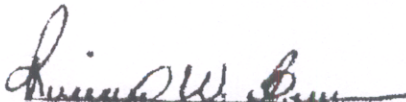
Article One: Name of Corporation:

Health Midwest - Johnson County, Inc.

We further certify that thereafter, pursuant to the resolution and in accordance with the bylaws of the corporation and the laws of the state of Kansas, the sole member passed such resolution through written consent given in accordance with authority by K.S.A. 17-6518, as amended.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

In Testimony Whereof, we have hereunto set our hands this 15<sup>th</sup> day of October, 1998.

  
Richard W. Brown, President

  
Thomas J. Langenberg, Secretary

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State of Missouri )  
County of <sup>St. Louis</sup> Jackson ) ss.

Be it remembered that before me, a Notary Public in and for the aforesaid county and state, personally appeared Richard W. Brown, President, and Thomas J. Langenberg, Secretary, of the corporation named in this document, who are known to me to be the same persons who executed the foregoing certificate and duly acknowledges its execution this 13<sup>th</sup> day of October, 1998.



Beverly D. Brown

Notary Public

My commission expires: September 5, 2000

PLEASE SUBMIT THIS DOCUMENT IN DUPLICATE.  
WITH THE \$20 FILING FEE TO:

Secretary of State  
2nd Floor, State Capitol  
Topeka, KS 66612-1594  
(913) 296-4564



5-30-2000

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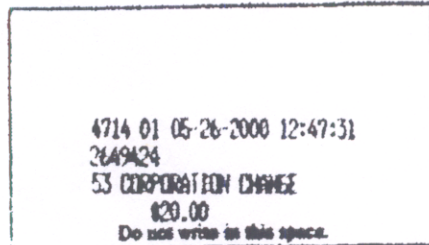
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Secretary of State/Corporation Division  
Change of Registered Office or Agent

Form  
RO

We, Steven D. Wilkinson, President or Vice President and  
Judith A. Vogelsmeier, Secretary or Assistant Secretary of Health Midwest-Johnson County

a corporation organized and existing under and by virtue of the  
laws of the state of Kansas, do hereby certify  
that at a meeting of the board of directors of said corporation the  
following resolution was duly adopted:

Be it resolved that the Registered Office in the State of  
Kansas of said corporation be changed to:



Street and Number	Town or City	County	State	Zip Code
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Be it further resolved that the Resident Agent of said corporation in the state of Kansas be  
changed to:

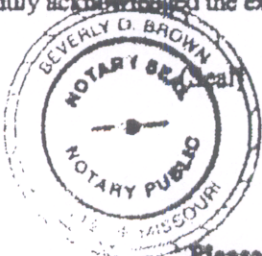
Shughart Thomson & Kilroy P.C.  
Individual or Kansas Corporation

The President and Secretary are hereby authorized to file and record the same in the manner  
as required by law.

Steven D. Wilkinson  
President or Vice President  
Judith A. Vogelsmeier  
Secretary or Assistant Secretary

State of Missouri  
County of Cass } ss.

Before me, a Notary Public, came Steven D. W. Wilkinson President, Vice President and  
Judith A. Vogelsmeier Secretary, Assistant Secretary of the above-named corporation,  
who are known to me to be the persons who executed the foregoing certificate in their official capacities  
and duly acknowledged the execution of the same this 11 day of May, 2000 Year



Beverly D. Brown  
Notary Public

My commission or appointment expires

BEVERLY D. BROWN  
NOTARY PUBLIC STATE OF MISSOURI  
MY COMMISSION EXP. 08/01/2001

Please submit this form in duplicate, with \$20 filing fee, to:  
Ron Thornburgh, Secretary of State, 2nd Floor, State Capitol, 300 S.W. 10th Ave.,  
Topeka, KS 66612-1594, (785) 296-4364



8-2-2000

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264-912-4

Secretary of State/Corporations Division Form

**CHANGE OF REGISTERED OFFICE OR AGENT RO**

We, Steven D. Wilkinson, President or Vice President and Joan A. Vogelsmeier, Secretary or Assistant Secretary of Health Midwest - Johnson County, Inc., a corporation organized

and existing under and by virtue of the laws of the state of Kansas, do hereby certify that at a meeting of the board of directors of said corporation the following resolution was duly adopted:

51 CORPORATION CHANGE  
\$20.00  
DO NOT WRITE IN THIS SPACE

Be it resolved that the Registered Office in the state of Kansas of said corporation be changed to:

Street and Number Town or City County State Zip Code

Be it further resolved that the Resident Agent of said corporation in the state of Kansas be changed to:

Shughart, Thomson & Kilroy, P.C.

Individual or Kansas Corporation

The President and Secretary are hereby authorized to file and record the same in the manner as required by law.

Steven D. Wilkinson  
President or Vice President

Joan A. Vogelsmeier  
Secretary or Assistant Secretary



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State of Missouri )

County of Cass )

Before me, a Notary Public, came Steven D. Wilkinson, President, and Judith A. Vogelsmeier Secretary, of the above named corporation, who are known to me to be the persons who executed the foregoing certificate in their official capacities and duly acknowledged the execution of the same this 31<sup>st</sup> day of July 2000.



Beverly D. Brown

Notary Public

My commission or appointment expires

BEVERLY D. BROWN  
NOTARY PUBLIC STATE OF MISSOURI  
CASS COUNTY  
MY COMMISSION EXPIRES SEPT 8, 2001

Please submit this form in duplicate, with \$20 filing fee, to:

Secretary of State, 2nd Floor, State Capitol, Topeka, KS 66612-1594, (913) 296-4564